AKIN GUMP STRAUSS HAUER & FELD LLP

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Ira S. Dizengoff Philip C. Dublin Sara L. Brauner

Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

:

Debtors.¹ : (Jointly Administered)

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THIRTY-SECOND MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MAY 1, 2021 THROUGH MAY 31, 2021

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP Authorized to Provide Professional Services The Official Committee of Unsecured Creditors of Sears Holdings Corporation, et To: al. Date of Retention: December 10, 2018 nunc pro tunc to October 24, 2018 Period for Which Compensation and May 1, 2021 through May 31, 2021 Reimbursement Is Sought: Monthly Fees Incurred: \$285,583.00 20% Holdback: \$57,116.60 Total Compensation Less 20% Holdback: \$228,466.40 Monthly Expenses Incurred: \$628,112.62 Total Fees and Expenses Requested: \$856,579.02

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors"), hereby submits this statement of fees and disbursements (the "Thirty-Second Monthly Fee Statement") covering the period from May 1, 2021 through and including May 31, 2021 (the "Compensation Period") in accordance with the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order") [ECF No. 796]. By the Thirty-Second Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

This is a x monthly interim final application

² The total amount sought for fees and expenses (\$913,695.62) reflects voluntary reductions for the Compensation Period of \$25,241.50 in fees and \$1,910.26 in expenses.

compensation in the amount of \$228,466.40 (80% of \$285,583.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$628,112.62³ incurred by Akin Gump during the Compensation Period.

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$90,383.50 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$533,468.50 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-Second Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, <u>Attention</u>: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Thirty-Second Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 4, 2021** (the "<u>Objection Deadline</u>"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

If no Objections to this Thirty-Second Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Second Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Second Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York

July 20, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: <u>/s/ Ira S. Dizengoff</u>

Ira S. Dizengoff Philip C. Dublin Sara L. Brauner One Bryant Park

New York, New York 10036 Telephone: (212) 872-1000 Facsimile: (212) 872-1002

Email: idizengoff@akingump.com pdublin@akingump.com sbrauner@akingump.com

Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.

Exhibit A

Timekeeper Summary

		YEAR OF BAR			
PARTNERS	DEPARTMENT	ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	23.60	29,854.00
Ira Dizengoff	Financial Restructuring	1993	1655.00	1.50	2,482.50
Dean Chapman	Litigation	2009	1,265.00	28.60	36,179.00
David Zensky	Litigation	1988	1,655.00	21.70	35,913.50
Total Partner				75.40	104,429.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
John Kane	Litigation	2016	970.00	42.10	40,837.00
Total Counsel				42.10	40,837.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	11.90	11,662.00
Joseph Szydlo	Financial Restructuring	2019	810.00	19.10	15,471.00
Patrick Glackin	Litigation	2019	770.00	12.30	9,471.00
Jeff Latov	Litigation	2017	940.00	10.60	9,964.00
Sean Nolan	Litigation	2018	855.00	15.40	13,167.00
Russell Collins	Staff Attorney	1998	500.00	156.50	78,250.00
Total Associates				225.80	137,985.00
PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Dagmara Krasa- Berstell	Financial Restructuring	N/A	440.00	5.30	2,332.00
Total Legal Assistants				5.30	2,332.00
Total Hours / Fees Requested				348.60	285,583.00

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ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,236.31	117.50	145,266.00
Associates	611.09	225.80	137,985.00
Paralegals/Non-Legal Staff	440.00	5.30	2,332.00
Blended Timekeeper Rate	819.23		
Total Fees Incurred		348.60	285,583.00

Exhibit B

Task Code Summary

Task			
Code	Matter	Hours	Value (\$)
2	General Case Administration	4.20	2,366.00
3	Akin Gump Fee Application/Monthly Billing Reports	7.80	7,789.00
4	Analysis of Other Professionals Fee Applications/Reports	1.80	1,199.00
6	Retention of Professionals	1.90	2,289.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	0.20	196.00
8	Hearings and Court Matters/Court Preparation	13.50	12,733.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit		
	Financing	9.10	11,511.50
12	General Claims Analysis/Claims Objection	0.40	506.00
15	Secured Creditors Issues/Communications/Meetings	3.30	3,047.00
16	Automatic Stay Issues	4.80	3,888.00
20	Jointly Asserted Causes of Action	282.70	217,913.50
23	Asset Disposition/363 Asset Sales	18.90	22,144.00
	TOTAL:	348.60	285,583.00

Exhibit C

Itemized Fees



SEARS CREDITORS COMMITTEE CHIEF RESTRUCTURING OFFICER SEARS HOLDING CORP. 3333 BEVERLY ROAD HOFFMAN ESTATES, IL 60179 ATTN: ROBERT RIECKER Invoice Number 1943942 Invoice Date 07/16/21 Client Number 700502 Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK:

1717-1-1-1	ER SOMMART OF TIME BILLED BY TASK.		
	-	HOURS	<u>VALUE</u>
002	Case Administration	4.20	\$2,366.00
003	Akin Gump Fee Application/Monthly	7.80	\$7,789.00
	Billing Reports		
004	Analysis of Other Professionals Fee	1.80	\$1,199.00
	Applications/Reports		
006	Retention of Professionals	1.90	\$2,289.50
007	Creditors Committee Matters/Meetings	0.20	\$196.00
	(including 341 Meetings)		
800	Hearings and Court Matters/Court	13.50	\$12,733.50
	Preparation		
010	DIP, Cash Collateral Usage, Adequate	9.10	\$11,511.50
	Protection and Exit Financing		
012	General Claims Analysis/Claims Objections	0.40	\$506.00
015	Secured Creditors	3.30	\$3,047.00
	Issues/Communications/Meetings		
016	Automatic Stay Issues	4.80	\$3,888.00
020	Jointly Asserted Causes of Action	282.70	\$217,913.50
023	Asset Dispositions/363 Asset Sales	18.90	\$22,144.00
	TOTAL	348.60	\$285,583.00

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SEARS CREDITORS COMMITTEE
Invoice Number: 1943942

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	Date	<u>Tkpr</u>	<u>Task</u>		Hours
No. No.				Monitor dockets (1): circulate recently filed pleadings to members of	
Description	05/05/21	320	002		0.20
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05/10/21 DK 002 Review and update case file. 0.50 05/10/21 DK 002 Review and organize pleadings for attorneys. 0.60 05/10/21 DK 002 Monitor docket (.1); send recently filed pleadings to FR team members 0.20 05/11/21 DK 002 Monitor docket (.1); circulate recently filed pleadings to FR team 0.20 05/14/21 DK 002 Review case docket (.2); update case calendar (.3); draft status email to 0.60 05/18/21 DK 002 Monitor docket (.1); circulate recently filed pleadings to FR team (.2). 0.30 05/21/21 DK 002 Monitor docket (.1); circulate recently filed pleadings to FR team (.2). 0.30 05/21/21 DK 002 Monitor docket (.1); circulate recently filed pleadings to FR team (.2). 0.30 05/21/21 DK 002 Monitor docket (.1); circulate recently filed pleadings to members of FR 0.30 05/21/21 DK 003 Review invoice for privileged information. 0.40 05/05/21 ZDL 003 Review invoice for privileged information. 0.40 05/05/21 ZDL 003 Review Akin invoice for privilege and compliance with UST guidelines 1.40 05/05/21 ZDL 003 Review files tatement. 0.40 05/05/21 ZDL 003 Paft correspondence to J. Szyolor e same (.2). 0.40 05/05/21 ZDL 003 Review invoice for privilege and confidentiality. 1.30 05/14/21 ZDL 003 Review invoice for privilege and confidentiality. 1.30 05/14/21 ZDL 003 Review invoice for privilege and confidentiality. 1.30 05/14/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/05/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/06/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/06/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/06/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/06/21 ZDL 003 Review invoice for privilege and confidentiality. 0.50 05/06/21 ZDL 003 Review invoice for privilege and confidenti	05/07/21	DK	002		0.50
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
05/24/21	SLB	008	Correspondence with J. Szydlo re upcoming hearing and related logistics.	0.20
05/24/21	JES	008	Prepare materials in advance of hearing (.9); correspond with S. Brauner re same (.2).	1.10
05/25/21	DMZ	800	Review summary of hearing.	0.10
05/25/21	SLB	008	Prepare for (.5) and attend (partial) (3.0) hearing; revise summary re same (.5); send the same to UCC (.1); correspondence with J. Szydlo re same (.1).	4.20
05/25/21	ZDL	008	Review summary of hearing (.2); correspond with J. Szydlo re same (.3).	0.50
05/25/21	JES	008	Prepare for (.4) and attend (3.7) omnibus hearing via zoom; summarize same for committee (.8); correspond with Z. Lanier re same (.3); correspond with S. Brauner re same (.1).	5.30
05/26/21	DK	800	Review and update transcripts file.	0.50
05/03/21	SLB	010	Confer with Designee re financing issues (.3); draft follow-up correspondence to P. Dublin re same (.2).	0.50
05/10/21	DLC	010	Draft memorandum re litigation funding.	0.60
05/11/21	DLC	010	Confer with third parties re litigation financing.	0.30
05/18/21	DLC	010	Review FTI materials re litigation funding.	0.20
05/18/21	SLB	010	Review materials sent from FTI re litigation funding.	0.40
05/19/21	DLC	010	Review FTI materials re litigation financing (.1); correspond with S. Brauner re same (.2).	0.30
05/19/21	SLB	010	Review and comment on litigation funding deck (.3); correspondence with D. Chapman re same (.2).	0.50
05/20/21	DLC	010	Confer with S. Brauner re FTI deck and upcoming discussion.	0.20
05/20/21	SLB	010	Draft correspondence to P. Dublin re litigation funding issues (.2); call with D. Chapman re same (.2); revise deck re same (.4).	0.80
05/21/21	SLB	010	Correspondence with P. Dublin and FTI re financing issues (.4); revise draft slide re same (.5).	0.90
05/24/21	DLC	010	Prepare for (.2) and participate in (.3) call with S. Brauner re litigation funding; draft correspondence to members of litigation team re same (.2).	0.70
05/24/21	SLB	010	Confer with D. Chapman re litigation funding issues (.3); correspondence with FTI re same (.3); revise presentation re same (.3).	0.90
05/25/21	DLC	010	Confer with S. Brauner re litigation financing issues (.2); correspond with potential financing source (.2); analyze open issues in connection with litigation financing (1.2).	1.60
05/25/21	SLB	010	Review revised presentation re funding issues prepared by FTI (.2); confer with D. Chapman re same (.2).	0.40
05/26/21	DLC	010	Comment on revised deck re litigation funding.	0.20
05/30/21	DLC	010	Update litigation budget (.3); draft correspondence to members of lit. team re same (.3).	0.60
05/27/21	SLB	012	Correspondence with Prime Clerk re claimant question.	0.40
05/05/21	ZDL	015	Review 507(b) reply brief.	1.10
05/05/21	JES	015	Review joint brief filed by appellants in 507(b) appeal.	1.10
05/06/21	ZDL	015	Finish review of 507(b) brief.	1.10
05/06/21	JES	016	Review Greene Class Rep. brief ISO of lift stay motion.	0.40
05/14/21	JES	016	Review pleadings re Greene Class lift stay motion in advance of hearing on the same (1.6); attend hearing on same (2.1); summarize same for FR team (.7).	4.40
05/03/21	DMZ	020	Review new cases implicating issues raised in Adv. Proc. (.5); review hot docs (2.1).	2.60
05/03/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	7.30
05/03/21	DLC	020	Review hot documents (4.8); review new case law re issues implicated in Adversary Proceeding (.4); review new D&O insurance brief (.4); compile information re document discovery (.4); correspond with opposing counsel re same (.1).	6.10

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Date	<u>Tkpr</u>	<u>Task</u>		Hours
05/03/21	JPK	020	Draft correspondence to B. Walls re privilege logs produced in adversary proceeding (0.4); correspond with P. Glackin re documents produced in adversary proceeding (0.2); update index of mini-chron	1.20
			topics (0.6).	
05/03/21	JAL	020	Review hot docs in connection with Adversary Proceeding.	1.50
05/03/21	SMN	020	Review docket in insurance action involving adversary proceeding defendant (.2); review new cases implicating issues related to motion to dismiss briefing (.9); summarize same for members of the Akin litigation team (.4); call with expert regarding open issues (.2).	1.80
05/03/21	PJG	020	Review correspondence with defendants' counsel re discovery issues (.7); email with J. Kane re privilege logs and document productions (.2).	0.90
05/04/21	DMZ	020	Review hot docs re defendant named in adversary proceeding.	2.50
05/04/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding (5.9); draft fact chronology re same (.7); research fact issue re same (.4); draft email to D. Park regarding fact issue (.2); conduct research re same (.3); draft email to D. Zensky re same (.2).	7.70
05/04/21	DLC	020	Review correspondence from Defendant's counsel re document productions.	0.40
05/04/21	JPK	020	Correspond with H5 regarding discovery searches (.4); correspond with members of litigation team re document productions and privilege issues (.3).	0.70
05/04/21	JAL	020	Review discovery documents re prepetition transactions (.2); correspond with members of lit. team re productions and privilege issues (.5); analyze issues re same (1.5).	2.20
05/04/21	SMN	020	Correspond with J. Szydlo re expenses incurred in connection with Adversary Proceeding (.2); review new cases implicating issues in motion to dismiss briefing (.2).	0.40
05/04/21	PJG	020	Correspond with litigation team members re discovery issues.	0.20
05/04/21	JES	020	Correspond with accounting team re Adversary Proceeding expenses (.1); correspond with S. Nolan re same (.2).	0.30
05/05/21	RJC	020	Phone call with D. Chapman regarding fact discovery issue (.5); conduct review of discovery documents in connection with adversary proceeding (5.1); analyze issues re same (3.0).	8.60
05/05/21	DLC	020	Review and respond to correspondence from members of litigation team re discovery and privilege log issues (.7); confer with R. Collins re: discovery issues (.5).	1.20
05/05/21	JPK	020	Review documents produced during adversary proceeding (2.7); correspond with members of litigation team re same (.5); review privilege logs produced during adversary proceeding (1.4); correspond with members of litigation team re same (0.7)	5.30
05/05/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	1.30
05/05/21	PJG	020	Email litigation team members re discovery review and privilege issues (.2); review discovery documents re same (.3).	0.50
05/06/21	RJC	020	Draft correspondence to D. Chapman regarding fact discovery issue (.3); conduct review of discovery documents in connection with adversary proceeding (7.4).	7.70
05/06/21	DLC	020	Review key documents in connection with Adversary Proceeding (3.6); review correspondence from R. Collins re discovery issues (.5).	4.10
05/06/21	JPK	020	Review discovery materials.	2.20
05/06/21	JAL	020	Review documents and communications re prepetition transaction issue.	2.00
05/06/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.10
05/06/21	PJG	020	Draft correspondence to litigation team members re discovery issues (.2); review discovery documents re same (.4).	0.60
05/07/21	RJC	020	Draft email to D. Chapman regarding fact issue (.3); conduct review of discovery documents in connection with adversary proceeding (9.4).	9.70
05/07/21	DLC	020	Review email from R. Collins (.2) respond to same re fact issues (.4); review email from J. Kane re third party discovery (.1) respond to same	0.80

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95/07/21 JPK 020 Prepare correspondence to opposing counsel regarding document production and privilege logs. 105/10/21 DMZ 020 Correspond with R Collins re redacted document productions 0.5	<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
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Solition	05/07/21	JPK	020		0.60
OS/10/21 RIC O20 Correspond with R. Collins re redacted document productions O. OS/10/21 RIC O20 Conduct review of discovery documents in connection with adversary proceeding (8.9); correspondence with D. Zensky re redactions to discovery documents (3.3) Prepare summary of third party productions and documents withheld as privileged. OS/10/21 PIG O20 Ozard correspondence to D. Chapman re discovery issues. O. Ozard creview of discovery documents in connection with adversary proceeding (8.9) Prepare summary of third party productions and documents withheld as privileged. Ozard correspondence to D. Chapman re discovery issues. O. Ozard creview of discovery documents in connection with adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents produced during adversary proceeding Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents productions (1.1) Ozard creview of discovery document productions (1.1) Ozard creview of discovery document productions (1.1) Ozard creview of discovery document productions (1.1) Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of discovery documents in connection with adversary Ozard creview of ozard creview of ozard creview of ozard creview of ozard crevi	05/07/21	PIG	020		0.70
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05/17/21DMZ020Review hot docs re certain defendants named in Adversary Proceeding.2.205/17/21RJC020Conduct review of discovery documents in connection with adversary proceeding.7.805/17/21JPK020Review discovery materials.3.305/17/21SMN020Review new cases implicating issues in motion to dismiss briefing.1.105/18/21DMZ020Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2).2.305/18/21RJC020Conduct review of discovery documents in connection with adversary proceeding.8.905/18/21DLC020Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/14/21	SMN			0.40
proceeding. 05/17/21 JPK 020 Review discovery materials. 05/17/21 SMN 020 Review new cases implicating issues in motion to dismiss briefing. 05/18/21 DMZ 020 Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2). 05/18/21 RJC 020 Conduct review of discovery documents in connection with adversary proceeding. 05/18/21 DLC 020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/17/21	DMZ	020		2.20
05/17/21JPK020Review discovery materials.3.305/17/21SMN020Review new cases implicating issues in motion to dismiss briefing.1.105/18/21DMZ020Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2).2.305/18/21RJC020Conduct review of discovery documents in connection with adversary proceeding.8.905/18/21DLC020Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/17/21	RJC	020	Conduct review of discovery documents in connection with adversary	7.80
05/17/21SMN020Review new cases implicating issues in motion to dismiss briefing.1.105/18/21DMZ020Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2).2.305/18/21RJC020Conduct review of discovery documents in connection with adversary proceeding.8.505/18/21DLC020Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).				proceeding.	
05/18/21DMZ020Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2).2.305/18/21RJC020Conduct review of discovery documents in connection with adversary proceeding.8.905/18/21DLC020Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/17/21	JPK	020	Review discovery materials.	3.30
review hot docs (2.2). 05/18/21 RJC 020 Conduct review of discovery documents in connection with adversary proceeding. 05/18/21 DLC 020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/17/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	1.10
05/18/21 RJC 020 Conduct review of discovery documents in connection with adversary proceeding. 05/18/21 DLC 020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/18/21	DMZ	020	Correspond with experts re analysis of expert issues (.1); continue to	2.30
proceeding. 05/18/21 DLC 020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).				review hot docs (2.2).	
05/18/21 DLC 020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	05/18/21	RJC	020	Conduct review of discovery documents in connection with adversary	8.90
certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).					
supporting materials (.6); review email from experts re same (.5).	05/18/21	DLC	020		1.40
05/18/21 JPK 020 Review discovery materials for privilege issues (3.1): review documents 5.1					
5.5	05/18/21	JPK	020	Review discovery materials for privilege issues (3.1); review documents	5.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
0=14015	a. n -	0.7.7	produced in adversary proceeding (2.0).	
05/18/21	SMN	020	Review electronic discovery documents re issues related to prepetition transactions (.7); correspond with expert re document discovery issues (.3).	1.00
05/19/21	DMZ	020	Review hot documents re certain defendant (1.4); correspond with expert re same (.1).	1.50
05/19/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	8.40
05/19/21	DLC	020	Confer with defendants re provision of documents (.4); review document production from certain defendant (.3) follow-up correspondence with lit. team members re same (.5).	1.20
05/19/21	JPK	020	Review discovery materials.	3.20
05/19/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.6); review electronic discovery documents re issues relating to prepetition transactions (1.2).	1.80
05/19/21	PJG	020	Review discovery documents re prepetition transactions.	0.40
05/20/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	8.10
05/20/21	JPK	020	Prepare internal correspondence regarding discovery.	0.50
05/21/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	7.80
05/22/21	RJC	020	Draft fact chronology memorandum in connection with Adv. Proc.	2.70
05/24/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	7.90
05/24/21	DLC	020	Review emails re expert analysis and follow-up re same (.6); review emails from J. Kane re third party discovery and follow-up re same (.3).	0.90
05/24/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	1.40
05/24/21	PJG	020	Review discovery documents re prepetition transactions.	2.60
05/25/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.80
05/25/21	DLC	020	Review internal analysis re open discovery issues.	0.50
05/25/21	JPK	020	Review documents produced by officer defendants during adversary proceeding (2.0); prepare internal correspondence re same (1.1).	3.10
05/25/21	SMN	020	Correspond with expert re documents for review (.1); review new cases implicating issues in motion to dismiss briefing (.4).	0.50
05/25/21	PJG	020	Draft email to defendants' counsel re document production issues (.8); review discovery documents re prepetition transactions (2.3); draft correspondence to litigation team members re same (.3).	3.40
05/26/21	DMZ	020	Attend call with expert re ongoing analysis.	2.20
05/26/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding (6.8); attend phone call with experts and litigation team (2.2).	9.00
05/26/21	DLC	020	Participate in call with experts (partial).	2.00
05/26/21	SMN	020	Participate in call with members of expert team re updated draft analysis (2.2); review new cases implicating issues in motion to dismiss briefing (.7).	2.90
05/26/21	PJG	020	Review discovery documents re prepetition transactions.	0.40
05/27/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	7.40
05/27/21	DLC	020	Analyze party and non-party document production issues.	0.30
05/27/21	JPK	020	Correspond with defendant's counsel regarding discovery issues.	0.50
05/27/21	PJG	020	Review documents re prepetition transactions.	0.70
05/28/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.30
05/28/21	DLC	020	Analyze open issues re Adv. Proc.	0.20
05/28/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.3); review correspondence from experts re draft analysis (.1).	0.40

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		_		
<u>Date</u>	<u>Tkpr</u> DLC	Task	Design and side and best the section of Conference of the standard	Hours 0.20
05/30/21 05/30/21	DLC PJG	020 020	Review materials produced by certain defendant named in adv. proc. Draft email to financial advisors re defendants' financial holdings (.6);	0.20 1.20
05/30/21	PJG	020	review documents re same (.6).	1.20
05/31/21	JAL	020	Review prepetition does and communications re deposition issues (4.1);	4.90
03/31/21	JAL	020	draft summary of same (.8)	4.90
05/05/21	SLB	023	Correspondence with Herrick re MTN investigation (.1); draft	0.30
00/00/21	222	025	correspondence to members of FR team re same (.2).	0.50
05/06/21	SLB	023	Review analysis re MTN investigation (1.0); correspondence with HF re	1.50
			same (.5).	
05/06/21	ZDL	023	Review memo on 2004 investigation conducted by Herrick into MTN	1.90
			auction.	
05/11/21	SLB	023	Review Transform brief re APA issues (.5); correspondence with Weil	0.90
			re same (.4).	
05/11/21	ZDL	023	Review Transform supplemental brief re APA dispute (.9) review	1.20
			transcript from prior hearing on same (.3).	
05/12/21	SLB	023	Participate on call with Weil team and J. Sorkin re Transform's	1.60
			supplemental brief re APA dispute (.3); draft correspondence to	
05/14/01	CLD	022	members of Akin FR team re same (.5); analyze issues re same (.8).	0.50
05/14/21 05/16/21	SLB SLB	023 023	Confer with Herrick re MTN investigation. Review and analyze Debtors' supplemental brief re APA dispute (1.1);	0.50 2.80
03/10/21	SLD	023	draft joinder to same (1.7).	2.80
05/16/21	ZDL	023	Review Debtors' reply to Transform APA brief.	0.30
05/17/21	SLB	023	Revise UCC joinder re APA dispute (.5); correspondence with Weil re	0.90
03/1//21	SEB	023	same (.4).	0.70
05/18/21	DK	023	Confer with J. Szydlo re filing of joinder to motion to enforce asset	0.70
			purchase agreement (.1); prepare document to be efiled (.2); effect the	
			above (.2); prepare pleading for service (.1); follow up with Prime Clerk	
			re service (.1).	
05/18/21	SLB	023	Finalize joinder re APA dispute (.4); coordinate filing of the same (.1);	1.00
			correspondence with Chambers re same (.1); correspondence with Weil	
			re same (.2); correspondence to UCC re same (.2).	
05/18/21	JES	023	Review Debtors supplemental brief in support of motion to enforce APA	0.70
			(.4); review declaration in support of same (.1); review UCC joinder to	
0.5/0.1/0.1	an.	000	same (.1); confer with D. Krasa-Berstell re filing of same (.1).	0.50
05/21/21	ZDL	023	Review revised memo on MTN investigation.	0.50
05/23/21	SLB	023	Correspondence with Herrick team re status of MTN investigation.	0.20
05/28/21	ISD	023	Participate in call with HF and members of FR team re MTNs and investigation (.7); review materials re same (.8).	1.50
05/28/21	SLB	023	Prepare for (.5) and participate on (.7) call with HF and members of FR	1.20
03/20/21	SLD	023	team re MTN investigation.	1.20
05/28/21	ZDL	023	Call with Herrick and members of FR team on MTN investigation (.7);	1.20
05/20/21		023	review memo on same (.5).	1.20
			20.10. Mello on suite (10).	

Total Hours 348.60

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		Rate		<u>Value</u>
D M ZENSKY	21.70	at	\$1655.00	=	\$35,913.50
I S DIZENGOFF	1.50	at	\$1655.00	=	\$2,482.50
D L CHAPMAN	28.60	at	\$1265.00	=	\$36,179.00
S L BRAUNER	23.60	at	\$1265.00	=	\$29,854.00
JP KANE	42.10	at	\$970.00	=	\$40,837.00
J A LATOV	10.60	at	\$940.00	=	\$9,964.00
Z D LANIER	11.90	at	\$980.00	=	\$11,662.00
S M NOLAN	15.40	at	\$855.00	=	\$13,167.00
P J GLACKIN	12.30	at	\$770.00	=	\$9,471.00

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Timekeeper JE SZYDLO R J COLLINS	<u>Hours</u> 19.10 at 156.50 at	Rate Value \$810.00 \$15,471.00 \$500.00 \$78,250.00	
D KRASA-BE	ERSTELL 5.30 at	\$440.00 = \$2,332.00	
	Current Fees		\$285,583.00
FOR COSTS A	DVANCED AND EXPENSES INCURRED:	0.00	
	Computerized Legal Research - Lexis - in contract 30% discount	\$69.69	
	Computerized Legal Research - Other Computerized Legal Research - Courtlink	\$350.86 \$438.40	
	- In Contract 50% Discount Computerized Legal Research - Westlaw	\$3,364.57	
	 in contract 30% discount Courier Service/Messenger Service- Off Site 	\$37.10	
	Professional Fees - Legal Professional Fees - Miscellaneous	\$533,468.50 \$90,383.50	
	Current Expenses		\$628,112.62
<u>Date</u> 02/10/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13672 DATE: 2/10/2021 For Services Rendered in Sears	<u>Value</u> \$128,499.00	
05/03/21	Adversary Proceeding Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS;	\$69.69	
05/03/21	Quantity: 1.0 Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/3/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16	
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
05/04/21	Connect Time: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08	
05/04/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13702 DATE: 5/4/2021 For professional services rendered in connection with adversary proceeding for period ending 04/30/21	\$199,786.00	

period ending 04/30/21

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30%	69.69
discount	
Computerized Legal Research – Other	350.86
Computerized Legal Research – Courtlink – in contract	438.40
50% discount	
Computerized Legal Research – Westlaw – in contract	3,364.57
30% discount	
Courier Service/Messanger Service – Off Site	37.10
Prof Fees – Legal	533,468.50
Professional Fees – Miscellaneous	90,383.50
TOTAL:	628,112.62

Exhibit E

Itemized Disbursements

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Timekeeper JE SZYDLO R J COLLINS D KRASA-B	S 156.50 at	Rate Value \$810.00 \$15,471.00 \$500.00 \$78,250.00 \$440.00 \$2,332.00	
	Current Fees		\$285,583.00
FOR COSTS A	ADVANCED AND EXPENSES INCURRED: Computerized Legal Research - Lexis - in	\$69.69	
	contract 30% discount Computerized Legal Research - Other Computerized Legal Research - Courtlink	\$350.86 \$438.40	
	- In Contract 50% Discount Computerized Legal Research - Westlaw - in contract 30% discount	\$3,364.57	
	Courier Service/Messenger Service- Off Site	\$37.10	
	Professional Fees - Legal Professional Fees - Miscellaneous	\$533,468.50 \$90,383.50	
	Current Expenses		\$628,112.62
<u>Date</u> 02/10/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13672 DATE: 2/10/2021 For Services Rendered in Sears	<u>Value</u> \$128,499.00	
05/03/21	Adversary Proceeding Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.69	
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/3/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16	
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
05/04/21	Connect Time: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08	
05/04/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13702 DATE: 5/4/2021 For professional services rendered in connection with adversary proceeding for period ending 04/30/21	\$199,786.00	

period ending 04/30/21

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05/05/21	Computerized Legal Research - Westlaw	\$22.39	
03/03/21	- in contract 30% discount User:	\$22.39	
	ACKER-RAMIREZ REFUGIO Date:		
	5/5/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/05/21	Computerized Legal Research - Westlaw	\$82.08	
03/03/21	- in contract 30% discount User: YEN	Ψ02.00	
	DORIS Date: 5/5/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/05/21	Computerized Legal Research - Westlaw	\$7.46	
03/03/21	- in contract 30% discount User: YEN	\$7.40	
	DORIS Date: 5/5/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/06/21	Computerized Legal Research - Westlaw	\$52.23	
03/00/21	- in contract 30% discount User:	\$32.23	
	LIBRARY AKIN Date: 5/6/2021		
	AcctNumber: 1000309084 ConnectTime:		
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05/06/21	Computerized Legal Research - Westlaw	\$52.23	
03/00/21	- in contract 30% discount User: YEN	\$52.25	
	DORIS Date: 5/6/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/10/21	Computerized Legal Research - Westlaw	\$164.16	
03/10/21	- in contract 30% discount User:	\$104.10	
	LIBRARY AKIN Date: 5/10/2021		
	AcctNumber: 1000309084 ConnectTime:		
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05/10/21	Computerized Legal Research - Westlaw	\$29.85	
03/10/21	- in contract 30% discount User:	Ψ29.03	
	ACKER-RAMIREZ REFUGIO Date:		
	5/10/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/11/21	Computerized Legal Research - Westlaw	\$82.08	
00,11,21	- in contract 30% discount User:	ΨοΞσο	
	ACKER-RAMIREZ REFUGIO Date:		
	5/11/2021 AcctNumber: 1003389479		
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05/12/21	Computerized Legal Research - Courtlink	\$53.22	
00/12/21	- In Contract 50% Discount	ψ2 <i>3.22</i>	
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	OUT OF CONTRACT CHARGES FOR		
	BILLING PERIOD: 12/01/20-12/31/20.		
05/12/21	Computerized Legal Research - Westlaw	\$108.95	
03/12/21	- in contract 30% discount User:	ψ100.9 <i>2</i>	
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	AcctNumber: 1000193694 ConnectTime:		
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05/12/21	Computerized Legal Research - Westlaw	\$22.39	
	- in contract 30% discount User:	+	
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	5/12/2021 AcctNumber: 1003389479		
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05/12/21	Computerized Legal Research - Westlaw	\$82.08	
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	DORIS Date: 5/12/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/12/21	Computerized Legal Research - Westlaw	\$7.46	
	- in contract 30% discount User: YEN	***	

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	DORIS Date: 5/12/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/12/21	Professional Fees - Miscellaneous	\$77,614.75	
03/12/21	VENDOR: H5 INVOICE#: INV-30385	ψ/ <i>1</i> ,011.75	
	DATE: 5/12/2021		
	Data Processing Export Fee, Minimum		
	Processing Fees, Data Hosting, Hosting		
	Project Management		
05/13/21	Computerized Legal Research - Westlaw	\$52.23	
	- in contract 30% discount User:	45-1-2	
	LIBRARY AKIN Date: 5/13/2021		
	AcctNumber: 1000309084 ConnectTime:		
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05/13/21	Computerized Legal Research - Westlaw	\$52.23	
	- in contract 30% discount User: YEN		
	DORIS Date: 5/13/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/17/21	Computerized Legal Research - Westlaw	\$256.69	
	- in contract 30% discount User:		
	NOLAN SEAN Date: 5/17/2021		
	AcctNumber: 1000193694 ConnectTime:		
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05/17/21	Computerized Legal Research - Westlaw	\$164.16	
	- in contract 30% discount User:		
	LIBRARY AKIN Date: 5/17/2021		
	AcctNumber: 1000309084 ConnectTime:		
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05/17/21	Computerized Legal Research - Westlaw	\$29.85	
	- in contract 30% discount User:		
	ACKER-RAMIREZ REFUGIO Date:		
	5/17/2021 AcctNumber: 1003389479		
05/18/21	ConnectTime: 0.0	\$82.08	
03/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$62.06	
	ACKER-RAMIREZ REFUGIO Date:		
	5/18/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/19/21	Computerized Legal Research - Westlaw	\$193.26	
93/19/21	- in contract 30% discount User:	ψ193.20	
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05/19/21	Computerized Legal Research - Westlaw	\$22.39	
	- in contract 30% discount User:		
	ACKER-RAMIREZ REFUGIO Date:		
	5/19/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
)5/19/21	Computerized Legal Research - Westlaw	\$82.08	
	- in contract 30% discount User: YEN		
	DORIS Date: 5/19/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
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	- in contract 30% discount User: YEN		
	DORIS Date: 5/19/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
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	VENDOR: H5 INVOICE#: INV-30357		
	DATE: 5/19/2021		

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Invoice Number: 1943942	July 16, 2021

	Key Document Identification	
05/20/21	Computerized Legal Research - Westlaw	\$52.23
	- in contract 30% discount User:	
	LIBRARY AKIN Date: 5/20/2021	
	AcctNumber: 1000309084 ConnectTime:	
05/20/21	0.0	¢52.22
05/20/21	Computerized Legal Research - Westlaw	\$52.23
	- in contract 30% discount User: YEN DORIS Date: 5/20/2021 AcctNumber:	
	1003389479 ConnectTime: 0.0	
05/24/21	Computerized Legal Research - Westlaw	\$128.35
03/24/21	- in contract 30% discount User: LATOV	\$126.55
	JEFFREY Date: 5/24/2021 AcctNumber:	
	1000193694 ConnectTime: 0.0	
05/24/21	Computerized Legal Research - Westlaw	\$128.35
	- in contract 30% discount User:	
	NOLAN SEAN Date: 5/24/2021	
	AcctNumber: 1000193694 ConnectTime:	
	0.0	
05/24/21	Computerized Legal Research - Westlaw	\$164.16
	- in contract 30% discount User:	
	LIBRARY AKIN Date: 5/24/2021	
	AcctNumber: 1000309084 ConnectTime:	
05/24/21	0.0 Computerized Legal Research - Westlaw	\$29.85
03/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$29.83
	ACKER-RAMIREZ REFUGIO Date:	
	5/24/2021 AcctNumber: 1003389479	
	ConnectTime: 0.0	
05/25/21	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount	*
	COURTLINK IN CONTRACT AND	
	OUT OF CONTRACT CHARGES FOR	
	BILLING PERIOD: 2/1/2021-2/28/2021	
05/25/21	Computerized Legal Research - Courtlink	\$368.57
	- In Contract 50% Discount	
	COURTLINK IN CONTRACT AND	
	OUT OF CONTRACT CHARGES FOR	
05/05/01	BILLING PERIOD: 3/1/2021-3/31/2021	\$205.0 <i>A</i>
05/25/21	Computerized Legal Research - Westlaw	\$385.04
	- in contract 30% discount User: NOLAN SEAN Date: 5/25/2021	
	AcctNumber: 1000193694 ConnectTime:	
	0.0	
05/25/21	Computerized Legal Research - Westlaw	\$82.08
03/23/21	- in contract 30% discount User:	ψ02.00
	ACKER-RAMIREZ REFUGIO Date:	
	5/25/2021 AcctNumber: 1003389479	
	ConnectTime: 0.0	
05/26/21	Professional Fees - Legal VENDOR:	\$9,978.00
	ANALYSIS GROUP INC INVOICE#:	
	1014633 DATE: 5/26/2021	
	For Professional Services Rendered for	
	the Period Ending April 30th, 2021 as	
0.5/0.6/0.4	relates to the adversary proceeding.	***
05/26/21	Computerized Legal Research - Westlaw	\$22.39
	- in contract 30% discount User:	
	ACKER-RAMIREZ REFUGIO Date:	

18-23538-shl Doc 9663 Filed 07/20/21 Entered 07/20/21 11:26:15 Main Document Pg 28 of 33

SE In

Page 12
July 16, 2021

	5/26/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/26/21	Computerized Legal Research - Westlaw	\$82.08	
	- in contract 30% discount User: YEN		
	DORIS Date: 5/26/2021 AcctNumber:		
05/26/21	1003389479 ConnectTime: 0.0	\$7 AC	
05/26/21	Computerized Legal Research - Westlaw	\$7.46	
	- in contract 30% discount User: YEN DORIS Date: 5/26/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/27/21	Computerized Legal Research - Westlaw	\$52.23	
03/27/21	- in contract 30% discount User:	ψ <i>32.23</i>	
	LIBRARY AKIN Date: 5/27/2021		
	AcctNumber: 1000309084 ConnectTime:		
	0.0		
05/27/21	Computerized Legal Research - Westlaw	\$52.23	
	- in contract 30% discount User: YEN		
	DORIS Date: 5/27/2021 AcctNumber:		
	1003389479 ConnectTime: 0.0		
05/28/21	Courier Service/Messenger Service- Off	\$37.10	
	Site VENDOR: UNITED PARCEL		
	SERVICE INVOICE#:		
	00000002E52E221-21 DATE: 5/29/2021		
	TRACKING #: 1Z02E52E4490724975;		
	SHIP DATE: 05/28/2021; SENDER: David Zensky; NAME: COMPANY:		
	DAVID ZENSKY ADDRESS: 121		
	OVERLOOK CIRCLE, NEW		
	ROCHELLE, NY 10804 US;		
05/31/21	Computerized Legal Research - Other	\$15.24	
	VENDOR: COURTALERT.COM, INC	*	
	INVOICE#: 328396-2105 DATE:		
	5/31/2021		
	- Document retrieval in various courts		
05/31/21	Computerized Legal Research - Other	\$50.63	
	VENDOR: COURTALERT.COM, INC		
	INVOICE#: 328396-2105 DATE:		
	5/31/2021		
0.5/0.1/0.1	- Document retrieval in various courts	0.50	
05/31/21	Computerized Legal Research - Other	\$50.63	
	VENDOR: COURTALERT.COM, INC		
	INVOICE#: 328396-2105 DATE: 5/31/2021		
	- Document retrieval in various courts		
05/31/21	Computerized Legal Research - Other	\$63.83	
03/31/21	VENDOR: COURTALERT.COM, INC	\$65.65	
	INVOICE#: 134294-2105 DATE:		
	5/31/2021		
	- Document retrieval in various courts		
05/31/21	Computerized Legal Research - Other	\$127.66	
	VENDOR: COURTALERT.COM, INC		
	INVOICE#: 134294-2105 DATE:		
	5/31/2021		
	- Document retrieval in various courts		
05/31/21	Computerized Legal Research - Other	\$42.87	
	VENDOR: COURTALERT.COM, INC		
	INVOICE#: 134294-2105 DATE:		
	5/31/2021		

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SEARS CREDITORS COMMITTEE
Invoice Number: 1943942

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July 16, 2021

05/31/21	- Document retrieval in various courts Computerized Legal Research - Westlaw	\$164.16	
	- in contract 30% discount User: LIBRARY AKIN Date: 5/31/2021		
	AcctNumber: 1000309084 ConnectTime: 0.0		
05/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$29.85	
	ACKER-RAMIREZ REFUGIO Date: 5/31/2021 AcctNumber: 1003389479		
	ConnectTime: 0.0		
05/31/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13721 DATE: 05/31/2021	\$195,205.50	
	For professional services rendered in		
	connection with adversary proceeding for period ending 05/31/21.		
	Current Expenses		\$628,112.62

Total Amount of This Invoice \$913,695.62

Invoice ID: 0500-2664-5746

Page I

In Re: Sears Holding Corp. Bankruptcy - Consulting Support Sears Holdings Corp. et al. v. Edward Scott Lambert et al.

For the period ending April 30, 2021

Invoice 1014633

Professional Hours

Professional L. Greenbaum E. Phillips	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	P.S. Incurred
	Vice President	7.60 \$	655,00 \$	4,978.00
	Manager	<u>10.00</u>	500.00	5,000.00
Total Professional Hours		17.60	s	9.978.00

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Invoice ID: 0500-2664-5746

AG ANALYSIS GROUP

Mahi 1617 425 8000 Fax 1617 425 8001 AnalysisGroup.com 111 Huntington Avenue 14th Floor Boston, MA 02199

May 26, 2021

Dean L. Chapman, Jr. Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036

AG Case No.:

33731/34307/34310 12

Invoice No.: Taxpayer ID:

Wire Instructions:

1014633 04-2727260

Re In Re: Sears Holding Corp. Bankruptcy - Consulting Support Sears Holdings
Corp. et al. v. Edward Scott Lambert et al.

Current Billing:

AG Professional Services

\$ 9,978.00

Total Due and Payable - Current Billing

s <u>2.278.00</u>

Remit To: Analysis Group Inc. 111 Huntington Avenue 14th Floor Boston, MA 02199

Citizens Bank Routing / ABA No.: 011500120 Account No.: 1130184460 Swift Code: CTZIUS33

Direct Deposit (EFT or ACH): Routing / ABA No.:211070175 Account No.: 1130184460

THIS INVOICE IS PAYABLE UPON RECEIPT PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

Invoice ID: 0500-2656-5264



Invoice Date: 5/12/2021

Invoice Number: INV-30385

Billing Address:

Ms. Roxanne Tizravesh Akin Gump Strauss Hauer & Feld LLP One Bryant Park Bank of America Tower New York NY 10036

595 Market Street, Suite 610 San Francisco CA 94105 (415) 625-6700 clientbilling@h5.com

Client Matter In re: Sears Holding Corp. Client Matter # Start Date 4/1/2021

End Date 4/30/2021

Terms Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Processing Export Fees (GB)	0.2	\$120.00	\$24.00
Minimum Processing Fees	2	\$225.00	\$450.00
Data Hosting (GB)	8,034.1	\$9.00	\$72,306.90
Hosting Project Management (Hours)	11.71	\$185.00	\$2,166.35
User Fees (Users)	29	\$75.00	\$2,175.00
H5 Matter Analytics Indexing (0 - 600 GB)	1.9	\$75.00	\$142.50
Minimum Production Fees	1 1	\$350.00	\$350.00

Total	\$77.614.75
Tax Total	\$0.00
Subtotal	\$77,614.75

If Payment by Check H5 PO Box 347549

Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5 Silicon Valley Bank 3003 Tasman Drive, Santa Clara, CA Acct: 33 00 79 53 58 Routing: 121 140 399

If Payment by American Express Please email clientbilling@h5.com to inquire.

Sorry, we do not accept VISA or Mastercard at this time.

Invoice ID: 0500-2656-5034



Invoice Date: 5/19/2021

Invoice Number: INV-30357

Billing Address: Ms. Roxanne Tizravesh Akin Gump Strauss Hauer & Feld LLP One Bryant Park Bank of America Tower

New York NY 10036

H5 595 Market Street, Suite 610 San Francisco CA 94105 (415) 625-6700 clientbilling@h5.com

Client Matter

In re: Sears Holding Corp.

Client Matter # 18-23538

Start Date 4/1/2021

End Date 4/30/2021 Terms

Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) Key document identification to identify privileged drafts of Seritage Board materials. Initial work on expert requests regarding 1) business unit forecasting and planning process and 2) market/ customer research regarding SYW program.	20.25	\$450.00	\$9,112.50
Data Management (Hours) Load defendant and 3rd party productions to DART to be available for future search requests	16.25	\$225.00	\$3,656.25

This invoice is for search/review services only. eDiscovery services will be billed separately.

Subtotal \$12,768.75 **Tax Total** \$0.00

> Total \$12,768.75

If Payment by Check H5

PO Box 347549 Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH H5

Silicon Valley Bank 3003 Tasman Drive, Santa Clara, CA Acct: 33 00 79 53 58 Routing: 121 140 399

If Payment by American Express Please email clientbilling@h5.com to inquire.

Sorry, we do not accept VISA or Mastercard at this time.